

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court**  
**Southern District of New York**

In re Lehman Brothers Holdings Inc., et al., Debtors.

Case No. 08-13555 (JMP)  
(Jointly Administered)

In re Lehman Brothers Special Financing Inc., Debtor

Case No. 08-13888(JMP)

To the Debtors and the Bankruptcy Court:

**PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee and Transferor hereby give evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice. Transferor waives its right to raise any objection to the transfer of the claim to Transferee, and Transferor waives its right to receive notice pursuant to Rule 3001 (e), Fed. R. Bankr. P. of the transfer of the claim. Transferor consents to the substitution of Transferor by Transferee for all purposes in the above referenced bankruptcy cases with respect to the claim, including without limitation, for voting and distribution purposes. Transferor stipulates that an order of the Bankruptcy Court may be entered without further notice to Transferor transferring the claim to Transferee and recognizing Transferee as the sole owner and holder of the claim. Transferor hereby directs that all payments, distributions, notices and communications in respect of or with respect to the claim be made to Transferee.

JPMorgan Chase Bank, N.A.

Name of Transferee

Waterstone Offshore AD Fund, Ltd.

Name of Transferor

Name and Address where notices to transferee should be sent:

JPMorgan Chase Bank, N.A.  
c/o J.P. Morgan Securities LLC  
Mail Code: NY1-M138  
383 Madison Avenue – Floor 37  
New York, New York 10179  
ATTN: Jeffrey L. Panzo

Court Claim # (if known): 28104

Amount of Claim as Allowed: \$826,484,029.00

Amount of Claim Transferred: \$6,570,000.00

Date Claim Filed: September 22, 2009

Debtor: Lehman Brothers Special Financing Inc.

Phone: \_\_\_\_\_

Last Four Digits of Acct. #: \_\_\_\_\_

Last Four Digits of Acct #: \_\_\_\_\_

Name and Address where transferee payments should be sent (if different from above):

Phone: \_\_\_\_\_

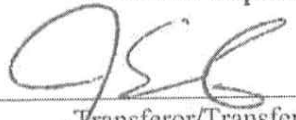
Last Four Digits of Acct #: \_\_\_\_\_

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:  Andrew C. Faherty  
Authorized Signatory  
Transferee/Transferee's Agent

Date: 12/31/2012

Waterstone Capital Management, L.P.

By:  Jeffrey C. Erb  
Transferor/Transferor's Agent  
General Counsel

Date: 12/31/2012

Penalty for making a false statement: fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 & 3571.

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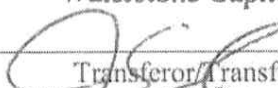
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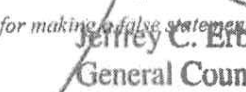
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Authorized Signatory  
Transferee/Transferee's Agent

Date: 12/31/2012

By:  Waterstone Capital Management, L.P.  
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